

EXHIBIT 5

1. INVESTMENT INFORMATION

Number of Interests 25 (Minimum Investment is One (1) Interest)

Dollar Amount of Total Investment \$ 500,000⁰⁰ (The Price of Each Interest is \$20,000)

2. FORM OF OWNERSHIP

- ☐ Individual (*one signature required*)
- ☐ Joint Tenants with Right of Survivorship (*all parties must sign*)
- ☐ Community Property (*all parties must sign*)
- ☐ Tenants in Common (*all parties must sign*)
- ☐ Qualified Pension or Profit Sharing Plan (*include Plan Documents*)
- ☒ Trust (*include title and signature pages of Trust Documents*)
- ☐ Corporation or Partnership (*include Corporate Resolution or Partnership Agreement, as applicable; authorized signature required*)
- ☐ Other _____ (*Specify; include title and signature pages*)

For Individual Ownership or JTWROS Only

- ☐ Transfer Upon Death *

Transferee Name _____

Social Security No. _____

* If the designated transferee pre-deceases the investor, the Transfer Upon Death designation is no longer valid. Please contact Investor Support for a copy of the Transfer on Death Beneficiary Agreement, which details the terms and conditions of a Transfer Upon Death designation.

3. INVESTMENT ADVISOR INFORMATION (if applicable)

Name of Investment Advisor _____ CEA Advisor No. _____

4. INVESTOR INFORMATION

Individual/Beneficial Owner (Print name and address exactly as they are to be registered on the account.)

Name of Investor/Beneficial Owner _____

Social Security or Tax ID No. _____ Driver's License State/No. _____

Email Address _____

Street Address _____

City _____ State _____ Zip _____

Daytime Phone Number _____ Evening Phone Number _____

Optional Mailing Address _____

City _____ State _____ Zip _____

4. INVESTOR INFORMATION (Continued)

Joint Owner (Print name and address exactly as they are to be registered on the account.)

Name of Co-Investor (if applicable) _____

Social Security or Tax ID No. _____ Driver's License State/No. _____

Email Address _____

Street Address _____

City _____ State _____ Zip _____

Daytime Phone Number _____ Evening Phone Number _____

Optional Mailing Address _____

City _____ State _____ Zip _____

For Individual/Beneficial Owner & Joint Owner

Citizenship:

- ☐ U.S. citizen
- ☐ U.S. citizen residing outside the U.S.
- ☐ Resident alien (Country of residence: _____)

Subject to backup withholding? ☐ Yes ☐ No

NOTE: Any and all U.S. Taxpayers are required to complete W-9 form in Section 6.

Trust Arrangement (Print name and address exactly as they are to be registered on the account.)

Name of Trust PORTIA B. ORTALE 2012 IRREVOCABLE TRUSTTax ID Number [REDACTED] Date Trust Established DEC. 19, 2012Name(s) of Trustee(s) WILLIAM PATRICK ORTALE III

Name(s) of Beneficial Owner(s)/Beneficiary(ies)

PORTIA B. ORTALE, WM. PATRICK ORTALE IV, MICHAEL S. ORTALEEmail Address po@richven.comStreet Address 1201 16TH AVENUE SOUTHCity NASHVILLE State TN Zip 37212Daytime Phone Number 615-383-8030 Alternate Phone Number 615-305-9714

Optional Mailing Address _____

City _____ State _____ Zip _____

4. INVESTOR INFORMATION (Continued)

Corporation/Partnership/Other (Print name and address exactly as they are to be registered on the account.)

Entity Name _____

Tax ID Number _____ Date of Entity Formation _____

Entity Type (for corporations, specify type) _____

Jurisdiction of Formation _____ Email Address _____

Name(s) of Officer(s), General Partner or Authorized Person(s)

Street Address _____

City _____ State _____ Zip _____

Daytime Phone Number _____ Alternate Phone Number _____

Optional Mailing Address _____

City _____ State _____ Zip _____

For Trust, Corporation, Partnership, or Other Entity

Subject to backup withholding? ☐ Yes ☒ No

NOTE: Any and all U.S. Taxpayers are required to complete W-9 form in Section 6.

5. DISTRIBUTIONS

The following payment instruction information must be completed in order for the subscriber to receive distributions:

Name of Financial Institution _____

Your Account Number _____

Your Bank's ABA Routing Number _____

Account Type: ☐ Checking ☐ Savings ☐ Brokerage

Financial Institution Mailing Address

City _____ State _____ Zip _____

☒ Check here if you would like to have a check sent to you at your address listed in Section 3 instead of having direct deposits of distributions.

6. SUBSCRIBER ACKNOWLEDGMENTS, SIGNATURES & SUBSTITUTE IRS FORM W-9

The undersigned confirms that he/she/it:

- a) has received and reviewed the Confidential Private Offering Memorandum;
- b) acknowledges that an investment in Limited Partnership interests is not liquid;
- c) declares that, to the best of his/her/its knowledge, all information in Sections 1-4 is accurate and may be relied upon by the General Partner;
- d) acknowledges that his/her/its financial advisor or investment advisor representative, as applicable, has advised him/her/it of all pertinent facts regarding the liquidity and marketability of the Limited Partnership interests;
- e) meets the minimum income, net worth requirements or other requirements to be classified as an "accredited investor" under Regulation D of the Securities Act of 1933, as amended, or any higher standards required by state or local securities regulations to which he/she/it is subject;
- f) has had adequate opportunity to ask and have answered by the General Partner or the General Partner's representative any and all questions related to the investment and information contained in the Confidential Private Offering Memorandum;
- g) has consulted with his/her/its legal and tax advisors to the extent he/she/it deems necessary to evaluate the legal and tax impact of subscribing to the Limited Partnership interests.

Additional Fiduciary and Entity Representations:

If the person signing this Subscription Agreement is doing so on behalf of another person or entity who is the Subscriber, including, without limitation, a corporation, a partnership, a Qualified Plan, or a trust, such signatory, by signing his/her/its name below, thereby represents and warrants that:

- a) he or she is duly authorized to (i) execute and deliver this Subscription Agreement, (ii) make the representations contained herein on behalf of Subscriber, and, (iii) bind Subscriber thereby; and
- b) this investment is an authorized investment for Subscriber under applicable documents and/or agreements (articles of incorporation or corporate by-laws or action, partnership agreement, trust indenture, etc.) and applicable law.

Under penalty of perjury, by signing his/her/its name below, each Subscriber thereby certifies that:

- a) the Taxpayer Identification Number or Social Security Number listed in Section 3 is correct;
- b) he/she/it is not subject to backup withholding either because the Internal Revenue Service has (i) not notified such Subscriber that he/she/it is subject to backup withholding as a result of a failure to report all interest or dividends, or (ii) has notified such Subscriber that he/she/it is no longer subject to backup withholding, or that he/she/it is subject to backup withholding and has properly indicated such by checking the box in Section 3.


(Signature of Subscriber/Trustee/Officer)

WILLIAM PATRICK ORTALE III
(Printed Name of Subscriber/Trustee/Officer)

(Signature of Joint Subscriber/Trustee/Officer, if applicable)

(Printed Name of Joint Subscriber/Trustee/Officer, if applicable)

Mail Original Subscription Agreement to:
Clean Energy Advisors, LLC
1621 Central Avenue
Cheyenne, WY 82001

For bank wiring instructions contact:
investor@cleanenergyadvisors.net

Phone: 888-793-3237, Option 3

Or, you may include a check made payable to:
Clean Energy Advisors, LLC

PORTIA B. ORTALE 2012 IRREVOCABLE TRUST

IRREVOCABLE TRUST AGREEMENT

I, PORTIA B. ORTALE, of Davidson County, Tennessee, hereby enter into this Trust Agreement, to establish a trust to be designated and called the **PORTIA B. ORTALE 2012 IRREVOCABLE TRUST** u/a dated December 19, 2012, with WILLIAM PATRICK ORTALE, III, Trustee. In the event of the resignation, incapacity or death of the initial Trustee, WILLIAM PATRICK ORTALE, III may select and designate in writing (which nomination may be made prospectively), one or more alternate or successor Trustees or Co-Trustees, but in no event me, to serve with, or instead of, the initial Trustee. In the event WILLIAM PATRICK ORTALE, III has not made such a nomination and appointment, then WILLIAM PATRICK ORTALE, IV and MICHAEL SUTTON ORTALE are hereby nominated and appointed as alternate or successor Co-Trustees. If one of such persons does not qualify or ceases to act, then the other may act alone or may appoint and nominate one or more alternate or successor Trustees or Co-Trustee(s), but in no event me.

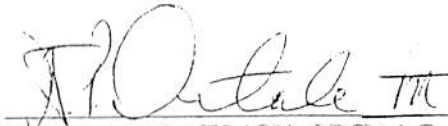
From and after the death of WILLIAM PATRICK ORTALE, III, each of my children may serve as sole Trustee or Co-Trustee of his respective separate trust. If either of my children shall fail to serve as Trustee for any reason, then such child may nominate and appoint one or more alternate or successor Trustees or Co-Trustees, but in no event me, of his respective trust or that for his descendants. If such child shall fail to make such nomination, then my other child may make such nomination, limited as set forth in the preceding sentence. If my other child shall fail to make such nomination, then the current income beneficiary in the oldest generation of each separate trust (or a majority of them if more than one), may nominate and appoint a Qualified Trustee as set forth in Article 6. Such nominations shall be made in writing and may be made prospectively.

All Trustees serving hereunder are referred to as "Trustee". Certain other terms used in this Agreement are defined in the last Article.

IN TESTIMONY WHEREOF, the parties hereto have entered into this Agreement on December 19, 2012.



PORTIA B. ORTALE, Grantor



WILLIAM PATRICK ORTALE, III, Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named PORTIA B. ORTALE, the Grantor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that the Grantor executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Nashville, Tennessee, on December 19, 2012.

Gail Smith Bradford
NOTARY PUBLIC



My Commission Expires JAN. 7, 2013

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named WILLIAM PATRICK ORTALE, III, the Trustee, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that the Trustee executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Nashville, Tennessee, on December 19, 2012.

Gail Smith Bradford
NOTARY PUBLIC



My Commission Expires JAN. 7, 2013

**Request for Taxpayer
Identification Number and Certification**

Give Form to the
requester. Do not
send to the IRS.

Print or type
See Specific Instructions on page 2.

Name (as shown on your income tax return)
PORTIA B. ORTALÉ 2012 IRREVOCABLE TRUST

Business name/disregarded entity name, if different from above

Check appropriate box for federal tax classification:
☐ Individual/sole proprietor ☐ C Corporation ☐ S Corporation ☐ Partnership ☒ Trust/estate
☐ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ☐ Other (see instructions) ▶

Exemptions (see instructions):
Exempt payee code (if any) _____
Exemption from FATCA reporting code (if any) _____

Address (number, street, and apt. or suite no.)
1201 16TH AVENUE SOUTH
City, state, and ZIP code
NASHVILLE, TN 37212

Requester's name and address (optional)

List account number(s) here (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number

			-			-			
--	--	--	---	--	--	---	--	--	--

Employer identification number

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below), and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here Signature of U.S. person ▶ Date ▶

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. The IRS has created a page on IRS.gov for information about Form W-9, at www.irs.gov/w9. Information about any future developments affecting Form W-9 (such as legislation enacted after we release it) will be posted on that page.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, payments made to you in settlement of payment card and third party network transactions, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the

withholding tax on foreign partners' share of effectively connected income, and

4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct.

Note. If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

PORTIA B. ORTALE 2012 IRRV TRUST
WILLIAM PATRICK ORTALE III
1201 16TH AVE. S
NASHVILLE, TN 37212

87-4/640
1000140296244

1006

Date 10-16-14



Pay to the
order of

Dean Energy Advisors, LLC

\$ 500,000.00

Five hundred thousand & 00/100

Dollars



Security Features
Included
Details on Back



SUNTRUST

ACH RT 061000104

Memo

CEA HOLDINGS UTILITY SOLAR IV

W. P. Ortale III

MP

1006 TRUSTEE